

ITEL

May 30, 1985

Ite Rail Corporation

55 Francisco
San Francisco, California 94133
(415) 984-4000
Telex 34234

Honorable James H. Bayne, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 14165-8 Filed 1425

JUN 28 1985 12 15 PM

Dear Mr. Bayne:

INTERSTATE COMMERCE COMMISSION

On behalf of Ite Rail Corporation, I submit for filing and recording, under 49 U.S.C. §11303(a) and the regulations promulgated thereunder, the enclosed four executed counterparts of the following document:

Supplement No. 6 to the Consolidated, Amended and Restated Equipment Trust Agreement dated as of January 1, 1982.

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Please record this document under the Consolidated, Amended and Restated Equipment Trust Agreement dated as of January 1, 1982 among Ite Corporation, Ite Rail Corporation and First Security Bank of Utah, N.A. which was recorded with the I.C.C. on September 20, 1983 under I.C.C. Recordation No. 14165. Cross-index this document to the Lease Agreement dated December 23, 1977 between Ite Corporation, Rail Division and Marinette, Tomahawk and Western Railroad which was filed with the I.C.C. on May 26, 1978 and given Recordation No. 9406. Cross index

The names and addresses of the parties to the aforementioned Supplement are:

1. Ite Corporation
55 Francisco Street
San Francisco, California 94133
2. Ite Rail Corporation
55 Francisco Street
San Francisco, California 94133
3. First Security Bank of Utah, N.A.
Corporate Trust Division
79 South Main Street
Salt Lake City, Utah 84111

**ICC OFFICE OF
THE SECRETARY
JUN 28 12 26 PM '85
MOTOR OPERATING UNIT**

Should be 14165-5

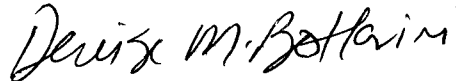
The equipment covered by this Supplement is forty-eight (48) 50'6", XM boxcars bearing reporting marks GBW 8000-8027 and 8029-8048.

Honorable Bayne
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Enclosed is a check for \$20.00 to cover the required filing fees for the Supplement.

Once the filing has been made, please return to the bearer the stamped counterparts of the documents not required for filing purposes, together with the fee receipt and the letter from the I.C.C. acknowledging the filings.

Very truly yours,

A handwritten signature in cursive script, reading "Denise M. Bottarini".

Denise M. Bottarini
Legal Assistant

/vdy/62
encl.

cc: Howard Chabner
Robert Clark
J. Michael Kelly
Virginia Hanger

05/24/85

RECORDATION NO. 14165-8
Filed 1425

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INTERSTATE COMMERCE COMMISSION

**SUPPLEMENT NO. 6 TO THE CONSOLIDATED,
AMENDED AND RESTATED EQUIPMENT TRUST AGREEMENT
DATED AS OF JANUARY 1, 1982**

SUPPLEMENT NO. 6, dated May 7, 1985, to the Consolidated, Amended and Restated Equipment Trust Agreement, dated as of January 1, 1982 ("ETC Modification Agreement"), among **FIRST SECURITY BANK OF UTAH, N.A.**, as Trustee ("Trustee"), **ITEL CORPORATION** ("Itel") and **ITEL RAIL CORPORATION**, a Delaware corporation ("Itel Rail").

WHEREAS, Itel and First Security Bank of Utah, N.A. are parties to a certain equipment trust agreement dated as of January 1, 1978, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on March 21, 1978 ("1978 Series 1 Equipment Trust") and given recordation number 9290; and

WHEREAS, the 1978 Series 1 Equipment Trust has been consolidated, amended and restated in the ETC Modification Agreement which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on September 20, 1983 and given recordation number 14165; and

WHEREAS, Itel Rail is the successor in interest to Itel Corporation, Rail Division, pursuant to Itel's Amended Plan of Reorganization which became effective on September 19, 1983; and

WHEREAS, Itel Rail and the **GREEN BAY AND WESTERN RAILROAD COMPANY** ("GBW") are parties to a Lease (as defined in the ETC Modification Agreement) of Equipment (as defined in the ETC Modification Agreement) dated as of April 22, 1981 (such Lease, together with any amendments or supplements thereto, called the "GBW Lease"), pursuant to which Itel Rail leased to GBW certain units of Trust Equipment (as defined in the ETC Modification Agreement) among which are units bearing reporting marks GBW 8000 through and including GBW 8048. Subsequently one unit of Trust Equipment bearing reporting mark GBW 8028 was destroyed; and

WHEREAS, pursuant to Subsection 9 of the GBW Lease and Amendment No. 2 to the GBW Lease dated April 11, 1984, the GBW Lease was terminated with respect to certain Equipment including forty-eight (48) units of Trust Equipment bearing reporting marks GBW 8000 through and including GBW 8027 and GBW 8029 through and including GBW 8048 ("Terminated Trust Equipment"); and

WHEREAS, Itel Rail has leased these forty-eight (48) units of Terminated Trust Equipment to the **MARINETTE, TOMAHAWK AND WESTERN RAILROAD COMPANY** ("MTW") by means of Amendment No. 1 dated March 2, 1984 to an existing Lease between Itel Rail and MTW dated December 23, 1977; and

WHEREAS, Itel Rail has changed the reporting marks of these forty-eight (48) units of Terminated Trust Equipment from the previous GBW reporting marks to the current MTW reporting marks as set forth in Exhibit A attached hereto; and

WHEREAS, Sections 4.07 and 6.07 of the ETC Modification Agreement require ITEL Rail to file with the Interstate Commerce Commission a statement of current reporting marks substituted for any previous reporting marks of Trust Equipment through remarking of the Trust Equipment.

NOW, THEREFORE, pursuant to the covenants and promises contained in the ETC Modification Agreement, the parties agree as follows:

SECTION 1. Schedule 1D of the ETC Modification Agreement is supplemented by Exhibit A which reflects that the previous forty-eight (48) GBW reporting marks have been changed and remarked with the current forty-eight (48) MTW reporting marks.

SECTION 2. The only purposes of this instrument are to notify the Trustee of changes in the reporting marks of Trust Equipment subject to the ETC Modification Agreement as set forth in Exhibit A and to supplement Schedule 1A-1G of the ETC Modification Agreement. This instrument is not an amendment and it does not otherwise affect the terms and conditions of the ETC Modification Agreement.

SECTION 3. The provisions of this instrument shall be governed by the laws of the State of New York.

ITEL CORPORATION

By: *[Signature]*

(Seal)

Attest:

[Signature]
Secretary

ITEL RAIL CORPORATION

By: *[Signature]*

(Seal)

Attest:

[Signature]
Secretary

FIRST SECURITY BANK OF UTAH, N.A.

By: *[Signature]*
Authorized Officer

(Seal)

Attest:

[Signature]
Authorized Officer

EXHIBIT A
CERTIFICATE OF REMARKING

<u>Units of</u> <u>Trust Equipment</u>	<u>Previous</u> <u>GBW</u> <u>Reporting Marks</u>	<u>Current</u> <u>MTW</u> <u>Reporting Marks</u>
48	GBW 8000	MTW 8000
	8001	8001
	8002	8002
	8003	8003
	8004	8004
	8005	8005
	8006	8006
	8007	8007
	8008	8008
	8009	8009
	8010	8010
	8011	8011
	8012	8012
	8013	8013
	8014	8014
	8015	8015
	8016	8016
	8017	8017
	8018	8018
	8019	8019
	8020	8020
	8021	8021
	8022	8022
	8023	8023
	8024	8024
	8025	8025
	8026	8026
	8027	8027
	8029	8029
	8030	8030
	8031	8031
	8032	8032
	8033	8033
	8034	8034
	8035	8035
	8036	8036
	8037	8037
	8038	8038
	8039	8039
	8040	8040
	8041	8041
	8042	8042
	8043	8043
	8044	8044

EXHIBIT A
CERTIFICATE OF REMARKING
(Continued)

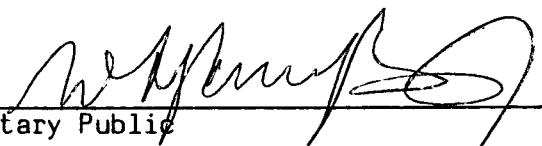
<u>Units of</u> <u>Trust Equipment</u>	<u>Previous</u> <u>GBW</u> <u>Reporting Marks</u>	<u>Current</u> <u>MTW</u> <u>Reporting Marks</u>
	8045	8045
	8046	8046
	8047	8047
	8048	8048

ITEL RAIL CORPORATION

By: DP Hayes
Authorized Officer

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

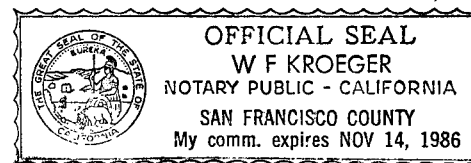
On this 29 day of May, 1985, before me personally appeared Arnold E. Dittu, to me personally known, who being by me duly sworn says that such person is Chief Operating Officer of Itel Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public


My commission expires:

11-14-86



STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

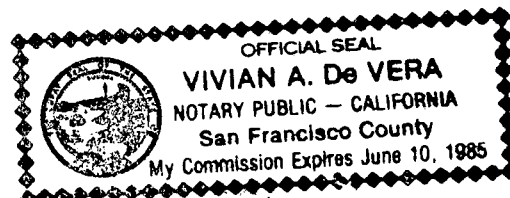
On this 24th day of May, 1985, before me personally appeared Desmond D. Wager, to me personally known, who being by me duly sworn says that such person is President of Itel Rail Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires:

June 10, 1985



STATE OF UTAH)
) ss:
COUNTY OF SALT LAKE)

On this 6th day of June, 1985, before me personally appeared Robert S. Clark, to me personally known, who being by me duly sworn says that such person is an authorized Officer of First Security Bank of Utah, N.A, a national banking association, that the foregoing instrument was signed and sealed on behalf of said national banking association signed by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

Ward B Smith
Notary Public

My commission expires:

10-16-88